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121590

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON
55 EAST MONROE STREET
CHICAGO, ILLINOIS 60603-5803

LOS ANGELES OFFICE
ONE CENTURY PLAZA - SUITE 3300
2029 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067-3063
AREA CODE 213 277-7200
FACSIMILE 213 201-5219

AREA CODE 312 346-8000
TELEX: 25222
FACSIMILE 312 269-8869

WASHINGTON, D.C. OFFICE
815 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20006-4004
AREA CODE 202 463-2400
FACSIMILE 202 828-5393

NEW YORK OFFICE
767 THIRD AVENUE
NEW YORK, NEW YORK 10017-2013
AREA CODE 212 715-9000
FACSIMILE 212 752-3116

SACRAMENTO OFFICE
770 L STREET
SUITE 1150
SACRAMENTO, CALIFORNIA 95814-3325
AREA CODE 916 446-3970
FACSIMILE 916 446-4214

SAN FRANCISCO OFFICE
101 CALIFORNIA STREET
SUITE 2900
SAN FRANCISCO, CALIFORNIA 94111-5858
AREA CODE 415 397-2823
FACSIMILE 415 397-8549

December 15, 1990

Via Federal Express

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Room 2303
12th & Constitution
Washington, D.C. 20423

DEC 17 1990 -3 39 PM
INTERSTATE COMMERCE COMMISSION

Attention: Ms. Mildred R. Lee/DOCUMENTS FOR RECORDATION

Re: Recordation No. 15311

Dear Mr. Strickland:

I am an attorney representing the parties to the enclosed document. I have enclosed two originals and two certified copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code and the regulations adopted pursuant thereto.

The document is:

Bill of Sale and Assignment, a secondary document,
dated December 4, 1990.

The primary document to which this is connected is recorded under Recordation No. 15311.

The names and addresses of the parties to this document are as follows:

SELLER/ASSIGNOR:

CIS CAPITAL EQUIPMENT FUND, LTD. 2
237 Park Avenue, 21st Floor
New York, New York 10017

BUYER/ASSIGNEE:

PLM TRANSPORTATION EQUIPMENT CORPORATION
332 South Michigan Avenue
Chicago, Illinois 60604

0-351A065

DEC 17 3 13 PM '90
FEDERAL EXPRESS
HOTEL OPERATING UNIT

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

The document should also be cross indexed under the name of:

LESSEE:

CSX TRANSPORTATION, INC.
100 North Charles Street
Baltimore, Maryland 21201

The equipment covered by this document is comprised of:
84 rotary dump gondola railroad freight cars
manufactured by Greenville Steel Car Company, bearing
reporting marks and numbers:

PLMX 40000-40089; except 40006, 40020, 40022, 40040,
40054 and 40058.

A fee of \$15.00 is enclosed. Please return the original document and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each bearing your file stamp, to Richard Demarest Yant, Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

A short summary of the document to appear in the index follows:

Bill of Sale and Assignment dated December 4, 1990, from CIS Capital Equipment Fund, Ltd. 2 ("Assignor"), 237 Park Avenue, New York, New York 10017 to PLM Transportation Equipment Corporation ("Assignee"), 332 South Michigan Avenue, Chicago, Illinois 60604 by which Assignor conveyed equipment (Rotary dump gondola cars PLMX 40000-40089) and its interest in the Lease filed under Recordation No. 15311 to Assignee.

Very truly yours,
SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

1/10/91

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Richard Demarest Yant

Seyfarth, Shaw, Fairweather & Geraldson

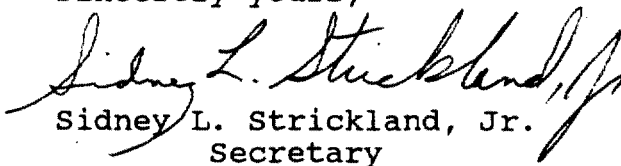
55 East Monroe Street

Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/17/90 at 3:39pm, and assigned recordation number(s) 15311-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

Bill of Sale and Assignment

RECORDATION NO. 15311-C

DEC 17 1990 - 3 50 PM
INTERSTATE COMMERCE COMMISSION

IN CONSIDERATION of the receipt of the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, CIS CAPITAL EQUIPMENT FUND, LTD. 2, a California limited partnership with an address at 237 Park Avenue, 21st Floor, New York, New York 10017 ("Seller"), does hereby sell, assign, transfer and convey absolutely to PLM TRANSPORTATION EQUIPMENT CORPORATION, a Delaware corporation with an address at 332 South Michigan Avenue, Chicago, Illinois 60604 ("Buyer"), all right, title, and interest in and to the railway rolling stock more specifically described on Schedule 1 attached hereto and made a part hereof (the "Cars"), and all appurtenant rights relating thereto, including, without limitation, all of Seller's right, title and interest in, to and under the CSX Transportation Master Car Lease dated as of May 15, 1987, a Memorandum of which was filed with the Interstate Commerce on September 18, 1987, under Recordation No. 15311 and the Equipment Management Agreement dated as of September 18, 1987 between CIS Corporation and PLM Investment Management, Inc.

Dated this 4 day of December, 1990.

SELLER:

CIS CAPITAL EQUIPMENT FUND, LTD. 2,
a California limited partnership

By CIS INVESTORS PARTNERSHIP,
a Florida general partnership,
its general partner

By CIS EQUIPMENT MANAGEMENT
CORPORATION, a Delaware corporation,
its corporate general partner

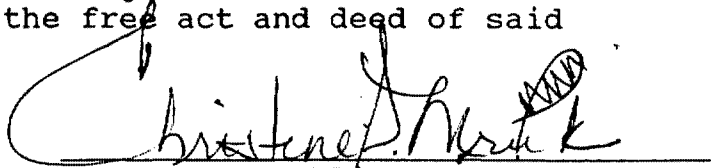
By: 

Name: Andrew D. Ch. Farrow

Title: Treasurer

STATE OF New York)
COUNTY OF Onondaga) SS

On this 4 day of December, 1990, before me personally appeared Andrew D. Cifano to me personally known, who, being by me duly sworn, says that he is Treasurer of CIS Equipment Management Corporation, which is a general partner of CIS Investors Partnership, which is a general partner of CIS Capital Equipment Fund, Ltd. 2, and that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said corporation.



Notary Public
CHRISTINE S. MRUK

Notary Public, State of New York
Qualified in Onondaga Co. #4781546
Commission Expires July 31, 19 91

[Notarial Seal]

My commission expires:

SCHEDULE 1

The Cars

Eighty-four (84) rotary dump gondola railroad freight cars
manufactured by Greenville Steel Car Company, bearing Running
Marks and Numbers:

PLMX 40000-40089 except 40006, 40020, 40022,
40040, 40054, 40058

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

CERTIFIED COPY

I, Richard D. Yant, a notary public in and for the County and State aforesaid certify that I have compared the attached copy with the original and have found the copy to be complete and identical in all respects to the original document.



NOTARY PUBLIC

DATE: 12/15/90

